

EXHIBIT 5

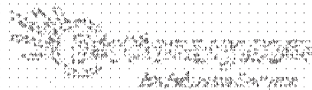
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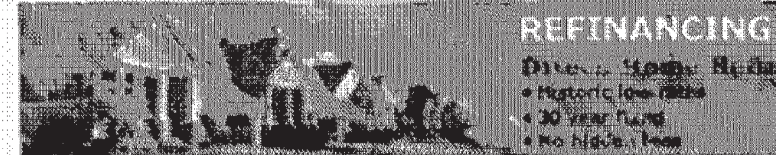
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-noun, plural proxies.

1. the agency, function, or power of a person authorized to act as the deputy or substitute for another.
2. the person so authorized; substitute; agent.
3. a written authorization empowering another person to vote or act for the signer, as at a meeting of stockholders.
4. an ally or confederate who can be relied upon to speak or act in one's behalf.

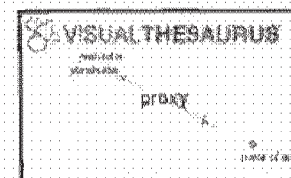
Origin:1400-50: late ME *prokeseye*, *procusie*, contr. of *procurecy* *procuration*. See *PROCURE*, *-ACY*.

Dictionary.com Unabridged

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proxy  (prɒk'si) [Pronunciation Key](#)

n. *pl.* proxies

1. A person authorized to act for another: an agent or substitute.
2. The authority to act for another.
3. The written authorization to act in place of another.

[Middle English *proccy*, contraction of earlier *proccacie*, *annual payment to a prelate*, from Anglo-Norman *procuracie*, from Medieval Latin *prōcūrātia*, alteration of Latin *prōcūratiō*, from *prōcūrātus*, past participle of *prōcūrāre*, *to take care of*; see *procure*.]

The American Heritage® Dictionary of the English Language, Fourth Edition

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Proxy

Prox'y, n.; *pl.* *Proxies*. [Contr. from *procuracy*. Cf. *Proctor*.]

1. The agency for another who acts through the agent; authority to act for another, esp. to vote in a legislative or corporate capacity.

I have no man's proxy: I speak only for myself. --Burke.

2. The person who is substituted or deputed to act or vote for another.

Every peer . . . may make another lord of parliament his proxy, to vote for him in his absence. --Blackstone.

3. A writing by which one person authorizes another to vote in his stead, as in a corporation meeting.

4. (Eng. Law) The written appointment of a proctor in suits in the ecclesiastical courts. --Burrill.

5. (Eccl.) See *Procurator*. [Obs.]

Proxy

Prox'y, v. t. To act or vote by proxy; to do anything by the agency of another. [R.]

Webster's Revised Unabridged Dictionary. © 1996, 1998 MIRA, Inc.

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proxy

noun

1. a person authorized to act for another
2. a power of attorney document given by shareholders of a corporation authorizing a specific vote on their behalf at a corporate meeting

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proxy

A person authorized to act for another, or the written authorization to act for another.

Note: Shareholders in corporations may designate proxies to represent them at stockholders' meetings and vote their shares.

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proxy

c.1440, prokecy, "agency of one who acts instead of another," contraction of Anglo-Fr. procuracie, from M.L. procuratia "administration," from L. procuratio "care, management," from procurare "manage" (see procure).

Online Etymology Dictionary, © 2001 Douglas Harper.
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Proxy

1. An agent legally authorized to act on behalf of another party. Shareholders not attending a company's annual meeting may choose to vote their shares by proxy by allowing someone else to cast votes on their behalf.
2. A formal power of attorney document that may be signed by a shareholder to authorize another shareholder, a representative of the shareholder or the company's management, to vote on behalf of the shareholder at the annual meeting. Proxy statements must be filed with regulatory authorities (the Securities and Exchange Commission in the U.S.) on an annual basis prior to the company's annual meeting. Proxy documents are meant to provide shareholders with the information necessary to make informed votes on issues important to the company's performance. They are known to offer shareholders and prospective investors tremendous insight into a company's governance as well as a glance at the way that a company's management operates.

Investopedia Commentary

1. Management often encourages shareholders to vote by proxy so that ownership interests are fully represented even if shareholders are unable to attend the company's annual meetings in person.

2. The proxy discloses important information about issues to be discussed at an annual meeting, lists the qualifications of management and board members, serves as a ballot for elections to the board of directors, lists the largest shareholders of a company's stock and provides detailed information about executive compensation.

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See also: [Common Stock](#), [Cumulative Voting](#), [Proxy Fight](#), [Shareholder](#), [Statutory Voting](#), [Voting Right](#)

Also spelled: proxies

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proxy

The written authority to act or speak for another party. Proxies are sent to stockholders by corporate management in order to solicit authority to vote the stockholders' shares at the annual meetings.

Wall Street Words: An A to Z Guide to Investment Terms by David L. Scott.
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Main Entry: proxy

Pronunciation: 'prāk-sē

Function: noun

Inflected Form: *plural*: proxies

Etymology: Middle English *procure*, contraction of *procuracie*, from Anglo-French, from Medieval Latin *procuratia*, alteration of Latin *procuratio* appointment of another as one's agent

1 : the act or practice of a person serving as an authorized agent or substitute for another —used esp. in the phrase *by proxy*

2 a : authority or power to act for another b : a statement or document giving such authorization, *specifically*: an oral consent or written document (as a power of attorney) given by a stockholder to a specified person or persons to vote corporate stock

3 a : a person authorized to act or make decisions for another proxy> b : something serving to replace or substitute for another thing

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proxy networking

A process that accepts requests for some service and passes them on to the real server. A proxy may run on dedicated hardware or may be purely software. It may transform the request in some way or provide some additional layer of functionality such as caching or remote access. A proxy may be intended to

increase security, e.g. a web proxy that allows multiple clients inside an organisation to access the Internet through a single secure, shared connection. (2007-09-03)

The Free On-line Dictionary of Computing. © 1993-2007 Denis Howe
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